

## **EXHIBIT 2**

John G. McJunkin, Esquire  
J. David Folds, Esquire  
Daniel J. Carrigan (Pro Hac Vice)  
McKenna Long & Aldridge LLP  
1900 K Street, NW  
Washington, DC 20006  
Phone: 202-496-7312  
Facsimile: 202-496-7094

Attorneys for Bethesda Softworks, LLC

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
(Richmond Division)**

<b>In re:</b>	*	<b>Chapter 11</b>
	*	
<b>CIRCUIT CITY STORES, INC., et al.,</b>	*	<b>Case No. 08-35653 (KRH)</b>
	*	
<b>Debtors.</b>	*	<b>(Jointly Administered)</b>
* * *	*	* * *

**RESPONSE TO MOTION OF DEBTORS FOR ORDER UNDER SECTIONS 105(a), 362,  
503(b), 507(a), 546(c), AND 546(h) (I) GRANTING ADMINISTRATIVE EXPENSE  
STATUS TO OBLIGATIONS FROM POSTPETITION DELIVERY OF GOODS; (II)  
AUTHORIZING PAYMENT OF EXPENSES IN THE ORDINARY COURSE OF  
BUSINESS; (III) AUTHORIZING DEBTORS TO RETURN GOODS; AND (IV)  
ESTABLISHING PROCEDURES FOR RECLAMATION DEMANDS ("DKT NO. 14"),  
INTERIM ORDER WITH RESPECT THERETO (DKT. NO. 133),  
AND RELATED MOTIONS/ORDERS (E.G., DKT. NOS. 19, 23, 78 and 107)**

Bethesda Softworks, LLC ("Bethesda Softworks" or "Claimant") hereby responds to Debtors' Motion, Dkt. No. 14 (the "Reclamation Motion") and Interim Order with respect thereto (Dkt. No. 133), and related Motions and Orders (including Dkt. Nos. 19, 23, 78 and 107, collectively, the "Related Motions"), and in support thereof respectfully states as follows:

**BACKGROUND**

I. The Debtors and/or certain of their subsidiaries, affiliates and/or agents (and, in particular, Circuit City Stores, Inc.) (the "Debtors") received computer and console video games

(the "Goods") described in and pursuant to the terms of a certain Master Dealer Agreement and Product Addendum and/or certain Purchase Orders (the "Purchase Orders") from Bethesda Softworks. The Debtors received all of such Goods within the last 45 days before the Petition Date. The total purchase price of such Goods was \$3,848,875.72. Most of such Goods were received within 20 days before the Petition Date. The total purchase price of these Goods was \$3,838,606.40.

2. On November 10, 2008, prior to entry and service of this Court's Interim Order (Dkt. No. 133), a reclamation notice/demand (the "Notice") was delivered, via confirmed electronic mail to Mr. Tim Sifford, the Debtors' Business Team Lead Games, and via confirmed facsimile to Reginald D. Hedgebeth, Esq., the Debtors' SVP, General Counsel and Secretary, and Sarah K. Baker, Esq., Skadden, Arps, Slate, Meagher & Flom, one of the Debtors' counsel. True and correct copies of this Notice, with facsimile confirmations, are attached hereto and incorporated herein as Exhibit A. Upon information and belief, reports provided to Bethesda Softworks on a weekly basis by the Debtors in the ordinary course of business, should contain sufficient information to identify the Goods that were in the Debtors' possession on/about the Petition Date. No part of the purchase price for any of the Goods has been paid to Bethesda Softworks; except as set forth in the Reclamation Motion, the Debtors have not advised Bethesda Softworks whether, when or where the Goods retained by the Debtors would be returned.

### **DISCUSSION**

3. With respect to Paragraphs 2 - 3 of this Court's Interim Order (Dkt. No. 133) (the "Interim Order"): the Debtors should be required - and not merely authorized - to pay obligations arising from the post-petition shipment or delivery of goods by creditors/vendors ("Vendors") to the Debtors, unless the Debtors and a Vendor agree otherwise.

4. With respect to Paragraph 4 of the Interim Order: although certain of the provisions of Bankruptcy Code Section 546(h) governing the Debtors' return of goods to a Vendor are recited or paraphrased, there is no explicit reference to the Bankruptcy Code Section 546(h) requirement with respect to the consent of such Vendor; Paragraph 4 of the Interim Order should be clarified to make clear that any returns to a Vendor contemplated under Bankruptcy Code Section 546(h) at all times remain subject to the consent of the Vendor. In addition, the Paragraph 4 authorization to return Goods to a Vendor is not limited to the 120 day period after the Petition Date - or any other period - but should be.

5. With respect to Paragraph 5 of the Interim Order: the Interim Order was entered on November 13, 2008; Paragraph 5, subparagraphs (a) and (b) impose requirements for service, and for statements with respect to Bankruptcy Code Section 503(b)(9) Claims which are not provided for under Bankruptcy Code Section 546(c) and were apparently proposed by the Debtors to avoid inadvertent duplicate payments by the Debtors of reclamation and Section 503(b)(9) claims. Such additional administrative requirements, however, should not govern the validity or effective date of a reclamation notice/demand, especially as to those Vendors, like Bethesda Softworks, which submitted reclamation notices/demands prior to entry and notice of the Interim Order on November 13, 2008, respectively. Moreover, all otherwise timely reclamation demands should be effective upon the Petition Date with respect to goods in the Debtors' possession on that date.

6. With respect to Paragraph 5, subparagraphs (c) and (d) of the Interim Order: (a) Viewed in a light most favorable to reclamation claimants, these subparagraphs seem to suggest a process under which the Debtors will have 120 days to complete their evaluation of each reclamation claim, after which the agreed upon amount will be satisfied in cash or by the return

of the goods sought to have been reclaimed as much as 4 months earlier. Return of goods subject to a reclamation demand up to 4 months after the demand is made, lacks the immediacy contemplated by the reclamation remedy, particularly when the 4 month period encompasses the "peak" pre and post holiday selling seasons.

(b) These two subparagraphs articulate no criteria pursuant to which the Debtors will determine, or agree upon, the allowed amount of a reclamation claim. They require no disclosure of the bases for the Debtors' allowance or disallowance of, or agreement upon, a claim. In addition, they include no provisions for Court or other review of the Debtors' determinations or agreements or for the disclosure of such determinations or agreements to other Vendors. Bethesda Softworks submits that lack of transparency and the amount of discretion afforded the Debtors could result in similarly situated reclamation claimants being treated differently based upon the extent to which their goods are, for example, deemed critical to the Debtors' sales. This outcome is antithetical to the reclamation process.

(c) Paragraph 5, subparagraph (d), as well as Paragraph 4 of the Interim Order, reference "the prior rights of holders of security interests in such goods" (subject to reclamation demands), and "the prior rights of holders of security interests in such Goods or the proceeds of such Goods under the Debtors' proposed debtor in possession financing agreements and prepetition financing agreements," respectively. These references, as well as the Debtors' Motion, suggest that, even if the allowed amount of a reclamation claim is determined, or agreed upon, through the process outlined in the Interim Order, such allowed or agreed upon claim remains subject to certain defenses which would be applicable to all reclamation claims, including the defenses that there is a floating inventory lien that defeats reclamation claims (renders them "valueless") and/or that the Debtors were solvent during the 45 day period before

the Petition Date. The proposed 120 (or more) day resolution process serves no purpose other than delay, if it culminates in the assertion of either or both of these defenses. In addition, if either or both of these defenses (and/or other defenses reserved by the Debtors) can be selectively raised, otherwise similarly situated reclamation claimants can receive different treatment without disclosure or Court review.

7. With respect to Paragraph 6 of the Interim Order: Notwithstanding the “not intended to prohibit, hinder, or delay” text of this Paragraph, the Motion argues, among other things, that the Debtors anticipate the receipt of numerous reclamation demands, and that absent the reclamation procedures outlined in the Interim Order, the Debtors would be required to spend substantial time and limited resources contesting or litigating reclamation demands, thereby unnecessarily distracting the Debtors and their professionals from the reorganization process. The Motion apparently contemplates a 120 period during which the Debtors will not have to engage in any litigation with respect to reclamation claims, apparently based, in part, on the premise that all such litigation is subject to the automatic stay. At the same time, the Motion indicates that the Debtors are reserving all of their defenses to reclamation claims and that the Debtors consider all reclamation claims as general, non-priority unsecured claims, assuming the validity and enforceability of prepetition inventory liens. If the 120 period is, effectively, a “standstill period” for reclamation claims, potential defenses to such claims related to the passage of time and/or the delay contemplated by the Motion (e.g., not seeking relief from the stay, not instituting an adversary proceeding for injunctive relief, sale or commingling of goods after receipt of reclamation notice/demand, inability to trace, etc.) should be foreclosed. Any other result constitutes an inequitable shifting of burdens as to the reclamation claimants.

8. Claimant joins in any other objections and responses to the Motion consistent herewith. Claimant further reserves its rights to amend and supplement this response at or prior to the hearing scheduled for December 5, 2008.

WHEREFORE, Claimant respectfully requests that the Court enter an order that is consistent with the concerns raised herein, and grants Claimant such additional and further relief as the Court may deem just and proper.

Dated: November 26, 2008

/s/ John G. McJunkin

John G. McJunkin, (VSB No. 31011)

J. David Folds, (VSB No. 44068)

Daniel J. Carrigan, (PRO HAC VICE)

MCKENNA LONG & ALDRIDGE LLP

1900 K Street, NW

Washington, DC 20006-1108

Telephone: (202) 496-7312

Facsimile: (202) 496-7094

Counsel for Bethesda Softworks, LLC

**CERTIFICATE OF SERVICE**

I hereby certify on November 26, 2008, a true and correct copy of the foregoing  
Response was served by electronic means on the "2002" and "Core" lists through the ECF  
system, and by facsimile upon:

Kirkland & Ellis LLP  
200 East Randolph Drive  
Chicago, IL 60601  
Attn: Linda K. Myers, Esq.  
Fax: 312-861-2200

Skadden Arps Slate Meagher & Flom, LLP  
One Rodney Square  
Wilmington, DE 19889  
Attn: Gregg Galardi, Esq.  
Fax: 888-329-3792

and

Attn: Chris L. Dickerson, Esq.  
Fax: 312-407-8680

McGuire Woods LLP  
One James Center  
901 East Cary Street 40  
Richmond, VA 23219  
Attn: Dion W. Hayes, Esq.  
Fax: 804-698-2078

and

Douglas M. Foley, Esq.  
Fax: 757-640-3957

Riemer & Braunstein LLP  
Three Center Plaza  
Boston, MA 02108  
Attn: David S. Berman, Esq.  
Fax: 617-880-3456



LeClair Ryan  
Riverfront Plaza  
East Tower  
951 East Byrd Street  
Eighth Floor  
Richmond, VA 23219  
Attn: Bruce Matson, Esq.  
Fax: 804-783-7269

Office of the U.S. Trustee  
701 East Broad Street  
Suite 4304  
Richmond, VA 23219  
Attn: Robert B. Van Arsdale  
Fax: 804-771-2330

Tavenner & Beran, PLC  
20 North Eighth Street  
Second Floor  
Richmond, VA 23219  
Attn: Lynn L. Tavenner, Esq.  
Attn: Paula S. Beran, Esq.  
Fax: 804-783-0178

/s/ John G. McJunkin  
John G. McJunkin

**EXHIBIT A**

\* \* \* Communication Result Report ( Nov. 10. 2008 8:56PM ) \* \* \*

1)  
2)

Time: Nov. 10. 2008 8:53PM

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 Reginald D. Hodgeford, Rep.  
 TYP, General Counsel & Secretary  
 Chicago City Bureau, Inc.  
 Fax 804.327.4664 /  
 Sarah K. Baker, Rep.  
 Sheldon, Appel, Shaw, Monaghan & Patti LLP  
 (Chicago, IL)  
 Fax 312.437.2933  
 20  
 Radioactive Chemical of Radioactive Substances  
 LLC  
 10000  
 J. Odell Leister, Secretary, Radioactive Substances LLC  
 & RVP-Liquid, Radioactive Media Inc.  
 10000  
 12/19/2005  
 PERIOD OF RECORD INFORMATION REPORT  
 4  
 OTHER REFERENCE MATERIAL

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## NOTES

1376 PICCARD DRIVE  
SUITE 120  
ROCKVILLE, MARYLAND 20850 USA  
TEL: 301 946 2200 / FAX: 301 990 7025

\* \* \* Communication Result Report ( Nov. 10. 2008 8:54PM ) \* \* \*

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Time: Nov. 10. 2008 8:39PM

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| FACSIMILE TRANSMISSION REPORT                                                                                                                                                                                                                    |                                                                                               |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
| TO<br>Tim O'Hara, Business Travel Lead Counsel                                                                                                                                                                                                   | FROM<br>J. Griffin Larkin, Secretary, Richards Kefauver LLC<br>& RVP Legal, Zenith Media Inc. |
| COMPANY<br>Chubb City Group, Inc.                                                                                                                                                                                                                | DATE<br>11/10/2008                                                                            |
| FAX NUMBER<br>804.527.4844                                                                                                                                                                                                                       | TOTAL NO. OF PAGES INCLUDING COVER<br>4                                                       |
| TO<br>Reginald D. Hodgekirk, Esq.<br>577, General Counsel & Secretary<br>Chubb City Group, Inc.<br>for: 804-412-8898 & 804-527-4144 /<br>Scott K. Baker, Esq.<br>Shelton, Aspa, White, Moughar & Pines LLP<br>(Chicago, IL)<br>for: 312.487.0411 | RECEIVED INFORMATION NUMBER                                                                   |
| TO<br>Richardson Diamond of Richards Kefauver<br>LLC                                                                                                                                                                                             | FROM INFORMATION NUMBER                                                                       |

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FACSIMILE TRANSMITTAL SHEET

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|                                                                                                                                                                                                                                              |                                                                                          |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|
| TO:                                                                                                                                                                                                                                          | FROM:                                                                                    |
| Tim Sifford, Business Team Lead Games                                                                                                                                                                                                        | J. Griffin Leshner, Secretary, Bethesda Softworks LLC<br>& EVP-Legal, ZeniMax Media Inc. |
| COMPANY:                                                                                                                                                                                                                                     | DATE:                                                                                    |
| Circuit City Stores, Inc.                                                                                                                                                                                                                    | 11/10/2008                                                                               |
| FAX NUMBER:                                                                                                                                                                                                                                  | TOTAL NO. OF PAGES INCLUDING COVER:                                                      |
| 804.527.4164                                                                                                                                                                                                                                 | 4                                                                                        |
| CC:                                                                                                                                                                                                                                          | SENDER'S REFERENCE NUMBER:                                                               |
| Reginald D. Hedgebeth, Esq.<br>SVP, General Counsel & Secretary<br>Circuit City Stores, Inc.<br>fax: 804.418.8248 & 804.527.4164 /<br>Sarah K. Baker, Esq.<br>Skadden, Arps, Slate, Meagher & Flom LLP<br>(Chicago, IL)<br>fax: 312.407.0411 |                                                                                          |
| RE:                                                                                                                                                                                                                                          | YOUR REFERENCE NUMBER:                                                                   |
| Reclamation Demand of Bethesda Softworks<br>LLC                                                                                                                                                                                              |                                                                                          |

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NOTES/COMMENTS:

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SUITE 120  
ROCKVILLE, MARYLAND 20850 USA  
TELE: 301 948 2200 / FAX: 301 990 7025



November 10, 2008

Via Fax  
804.524.4000

Tim Sifford  
Business Team Lead Games  
Circuit City Stores, Inc.  
Deep Run 1 – 2<sup>nd</sup> Floor  
9950 Mayland Drive  
Richmond, VA 23233

Re: Reclamation Demand of Bethesda Softworks LLC, Its Parent, Subsidiaries,  
Affiliates and/or Agents (collectively, "Bethesda Softworks" or "Seller")

Dear Mr. Sifford:

Circuit City Stores, Inc., its subsidiaries, affiliates and/or agents (collectively, the "Debtor") has received computer and console video games (the "Goods") described in and pursuant to the terms of a certain Master Dealer Agreement and Product Addendum thereto dated October 25, 2006 (the "Agreement") and/or the Purchase Orders listed on Exhibit A attached hereto (the "Purchase Orders") from Bethesda Softworks.

The Debtor received the Goods shipped by the Seller within the last 45 days prior to November 10, 2008 (the "Reclamation Period.") The value of the Goods is \$3,848,875.72, and no part of the purchase price for any of the Goods has been paid to the Seller.

Seller asserts that the Goods were sold to Debtor on credit in the ordinary course of business under the terms of the Agreement and/or the Purchase Orders and received by the Debtor while it was insolvent, which insolvency is evidenced, in whole or in part, by the Debtor's filing of a petition for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the "Bankruptcy Code") on November 10, 2008 (the "Petition Date").

Seller hereby makes reclamation demand upon the Debtor pursuant to Section 546(c) of the Bankruptcy Code, Section 2-702 of the Uniform Commercial Code and/or other applicable state law, for the immediate return of the Goods. Further, Seller demands that the Debtor segregate and refrain from using, commingling or otherwise converting the Goods in the course of the Debtor's business or otherwise. In addition, Seller requests adequate protection of its interests in the Goods and objects to any use of cash collateral which may be generated from the use, sale, or other disposition of the Goods.

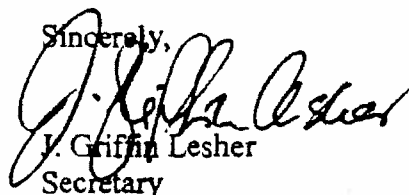
Please confirm whether the Debtor will honor this reclamation demand and advise when and where the Seller may arrange for the immediate return of the Goods.

Nothing in this letter shall be a waiver of, or otherwise prejudice, any rights, remedies and interests of Seller, whether under the Agreement and/or the Purchase Orders or otherwise, including but not limited to Seller's right to an allowed administrative claim under Section



503(b)(9) of the Bankruptcy Code for all Goods or other product received by the Debtor from Seller within twenty (20) days before the Petition Date. Seller reserves the right to amend and supplement this Reclamation Demand to include any Goods that remained, or may remain, in transit prior to transmission of this Demand, and that were, or are, received subsequent thereto.

If you have any questions, please contact me at 301.963.2000 (x.254) or [glesher@zenimax.com](mailto:glesher@zenimax.com).

Sincerely,  
  
J. Griffin Leshner  
Secretary

Attachment: Exhibit A

cc: Reginald D. Hedgebeth, Esq.  
SVP, General Counsel & Secretary  
Circuit City Stores, Inc. (Richmond, VA)  
fax: 804.524.4000  
Sarah K. Baker, Esq.  
Skadden, Arps, Slate, Meagher & Flom LLP (Chicago, IL)  
fax: 312.407.0411

**Exhibit A**  
to  
**Reclamation Demand of Bethesda Softworks LLC, Its Parent, Subsidiaries, Affiliates and/or Agents**

| Circuit City<br>Purchase<br>Order Number | Product                       | Platform | Ship Date | Inventory or<br>Store ID | No. of Units | Per Unit<br>Value | Total Value    |
|------------------------------------------|-------------------------------|----------|-----------|--------------------------|--------------|-------------------|----------------|
| 6772368                                  | AMF Pinbusters!               | Wii      | 29-Oct-08 | 12650                    | 168          | \$15.27           | \$2,565.36     |
| 6772368                                  | Oblivion Greatest Hits        | PS3      | 29-Oct-08 | 12060                    | 408          | \$23.64           | \$9,645.12     |
| 6772368                                  | Oblivion Game of the Year     | PS3      | 29-Oct-08 | 12610                    | 120          | \$48.27           | \$5,792.40     |
| 6772368                                  | Star Trek Encounters          | PS2      | 29-Oct-08 | 12050                    | 156          | \$6.40            | \$998.40       |
| 2170802                                  | Fallout 3 Collector's Edition | PC       | 23-Oct-08 | 93155128606              | 632          | \$55.16           | \$34,861.12    |
| 2170801                                  | Fallout 3 Collector's Edition | PC       | 23-Oct-08 | 93155128606              | 528          | \$55.16           | \$29,124.48    |
| 2170800                                  | Fallout 3 Collector's Edition | PC       | 23-Oct-08 | 93155128606              | 520          | \$55.16           | \$28,683.20    |
| 2170797                                  | Fallout 3 Collector's Edition | PC       | 23-Oct-08 | 93155128606              | 988          | \$55.16           | \$54,498.08    |
| 6623924                                  | Fallout 3                     | PS3      | 22-Oct-08 | 12670                    | 24,000       | \$48.27           | \$1,158,480.00 |
| 6623924                                  | Fallout 3 Collector's Edition | PS3      | 22-Oct-08 | 12840                    | 3,000        | \$63.04           | \$189,120.00   |
| 6623924                                  | Fallout 3                     | X360     | 22-Oct-08 | 12680                    | 35,040       | \$48.27           | \$1,691,380.80 |
| 6623924                                  | Fallout 3 Collector's Edition | X360     | 22-Oct-08 | 12850                    | 4,008        | \$63.04           | \$252,664.32   |
| 2170790                                  | Fallout 3                     | PC       | 21-Oct-08 | 93155126909              | 2,400        | \$39.40           | \$94,560.00    |
| 2170792                                  | Fallout 3                     | PC       | 21-Oct-08 | 93155126909              | 730          | \$39.40           | \$28,762.00    |
| 2170793                                  | Fallout 3                     | PC       | 21-Oct-08 | 93155126909              | 1,270        | \$39.40           | \$50,038.00    |
| 2170794                                  | Fallout 3                     | PC       | 21-Oct-08 | 93155126909              | 1,280        | \$39.40           | \$50,432.00    |
| 2170795                                  | Fallout 3                     | PC       | 21-Oct-08 | 93155126909              | 1,530        | \$39.40           | \$60,282.00    |
| 2170796                                  | Fallout 3                     | PC       | 21-Oct-08 | 93155126909              | 1,290        | \$39.40           | \$50,826.00    |
| 2170798                                  | Fallout 3 Collector's Edition | PC       | 21-Oct-08 | 93155128606              | 300          | \$55.16           | \$16,548.00    |
| 2170804                                  | Fallout 3 Collector's Edition | PC       | 21-Oct-08 | 93155128606              | 532          | \$55.16           | \$29,345.12    |
| 6748763                                  | AMF Pinbusters!               | Wii      | 9-Oct-08  | 12650                    | 276          | \$15.27           | \$4,214.52     |
| 6748763                                  | Oblivion Game of the Year     | PS3      | 9-Oct-08  | 12610                    | 120          | \$48.27           | \$5,792.40     |
| 6620842                                  | Star Trek Encounters          | PS2      | 6-Oct-08  | 12050                    | 41           | \$6.40            | \$262.40       |
|                                          | <b>TOTAL:</b>                 |          |           |                          |              |                   |                |
|                                          | Subtotal Fallout 3:           |          |           |                          | 79,337       |                   | \$3,848,875.72 |
|                                          | Subtotal Other Product:       |          |           |                          | 78,048       |                   | \$3,819,605.12 |
|                                          |                               |          |           |                          | 1,289        |                   | \$29,270.60    |



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E. 4) No facsimile connection

**Zenimax**  
MEDIA INC.

## PACEDLINE TRANSMITTAL DIRECT

**rp**  
The Edward, Business Transactions  
J. Gallo Lumber, Summary, Richard L. L.C.  
& E.V. Lumber, Zirconia Media Inc.

|                                       |                                          |
|---------------------------------------|------------------------------------------|
| COMPANY<br>Crescent City Stores, Inc. | DATE<br>11/10/2008                       |
| 7-AM INVOICE<br>824 577 4144          | TOTAL NO. OF LINES INCLUDING OFFERS<br>4 |

→ **Robert D. Hedges, Esq.**  
SVP, General Counsel & Secretary  
Chubb City Stores, Inc.  
Box 104182048 & 104182044 /  
South K. Weber, Esq.  
Houston, Ariz, West, Memphis & Miami LLP  
(Chicago, IL)  
Fax 712-677-0411

Estimates Derived of North Atlantic Submarine  
LIC

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## References

1570 PICCARD DRIVE  
SUITE 120  
ROCKVILLE, MARYLAND 20850 USA  
TEL: 301 948 7280 / FAX: 301 990 7025

\* \* \* Communication Result Report ( Nov. 10. 2008 8:59PM ) \* \* \*

3}

Time: Nov. 10. 2008 8:57PM

| Mode        | Destination          | Pg(s) | Result | Page Not Sent |
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Reason for error

M. 1) Hang up or line fail  
M. 3) No answer  
M. 5) Exceeded max. E-mail size

E. 2) Busy  
E. 4) No facsimile connection

**Zenimax**  
MEDIA INC.

FACEBOOK TRANSMITTAL SHEET

|                                                                                                                                                                                                                                                                                     |                                                                                               |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
| TO<br>Ken Wilson, Business Team Lead Counsel                                                                                                                                                                                                                                        | FROM<br>J. Charles Lohr, Secretary, Bethesda Softworks LLC<br>& EUP Media, Zenimax Media Inc. |
| COMPLAINT<br>Charles City Street, Inc.                                                                                                                                                                                                                                              | DATE<br>11/10/2008                                                                            |
| FILE NUMBER<br>804-808-0164                                                                                                                                                                                                                                                         | TOTAL NO. OF PAGES INCLUDING COVER<br>4                                                       |
| SUBJECT INFORMATION PROVIDED<br>→ <b>Joseph D. Haskins, Esq.</b><br>VFP, General Counsel & Secretary<br>Charles City Street, Inc.<br>C/O 804-808-0164 & 804-827-4164 /<br>Email: K. Wilson, Esq.<br>Shelton, Arpa, Stone, Mangione & Pines LLP<br>(Chicago, IL)<br>Fax 312-677-0411 |                                                                                               |
| IN<br>Registration Document of Bethesda Softworks<br>LLC                                                                                                                                                                                                                            | FILE REFERENCE NUMBER                                                                         |

☒ REQUEST ☐ FOR REVIEW ☐ PLEASE COMMENT ☐ PLEASE REPLY ☐ PLEASE RESOLVE

This information contained in this message and any attachments hereto is intended only for the addressee or addressees' authorized agent. Those receiving any outside information due to a misdirected, unencrypted, or otherwise exempt from disclosure. If the reader is not the intended recipient or recipient's authorized agent, then you are notified that any dissemination, distribution or copying of these materials is prohibited. If you have received these materials in error, please notify the sender by telephone and return the original and any copies of these materials by post to the sender at the address stated below. Opinions, conclusions and other information in this message that do not relate to the subject business of the company shall be confidential under applicable law and are intended to be.

NOTES/REMARKS

1376 PICCARD DRIVE  
SUITE 120  
ROCKVILLE, MARYLAND 20850 USA  
TEL: 301 946 2200 / FAX: 301 990 7825

\* \* \* Communication Result Report ( Nov. 10. 2008 8:49PM ) \* \* \*

11  
21

Time: Nov. 10. 2008 8:41PM

| Mode      | Destination          | Pg(s) | Result | Page<br>Not Sent |
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| Memory TX | 918044188248***42995 | P. 4  | OK     |                  |

Reasons for error  
 1) Hang up or line fail  
 3) No answer  
 5) Exceeded max. E-mail size

E. 2) Busy  
 E. 4) No facsimile connection

**ZenMax**  
MEDIA INC.

| FACSIMILE TRANSMISSION SHEET                                                                                                                                                                                                                                                                                                                          |                                                                                                 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|
| TO:<br>Tom McLeod, Business Team Lead General                                                                                                                                                                                                                                                                                                         | FROM:<br>J. Griffin Loring, Secretary, Bethesda Softworks LLC<br>& MTV Legal, ZenMax Media Inc. |
| COMPANY:<br>Classic City Stores, Inc.                                                                                                                                                                                                                                                                                                                 | DATE:<br>11/10/2008                                                                             |
| FAX NUMBER:<br>800.457.0044                                                                                                                                                                                                                                                                                                                           | NUMBER OF PAGES INCLUDING COVER:<br>4                                                           |
| <p>→ <b>RECEIVED</b> M.D. Hodgekirk, Esq.<br/>           SVP, Channel Counsel &amp; Secretary<br/>           Classic City Stores, Inc.<br/>           Attn: 800.457.0044 /<br/>           Sarah E. Hodgekirk, Esq.<br/>           Shalimar, Arpa, Waco, Mississippi &amp; Plaza LLP<br/>           (Chicago, IL)<br/>           Fax: 800.457.0044</p> |                                                                                                 |
| <p>as<br/>           Exclusionary Demand of Bethesda Softworks<br/>           LLC</p>                                                                                                                                                                                                                                                                 |                                                                                                 |

☒ NO ANSWER ☐ FOR REVIEW ☐ PLEASE COMMENT ☐ PLEASE REPLY ☐ PLEASE RECYCLE

The information contained in this message and any attachments hereto is intended only for the addressee or addressees  
 authorized agent. If the reader is not the intended recipient or recipient's authorized agent, then you are notified that any  
 dissemination, distribution, or copying of these materials is prohibited. If you have received these materials in error, please  
 notify the sender by telephone and return the original and any copies of these materials by mail to the sender at the address  
 stated below. Quoting, paraphrasing and other information in this message that do not relate to the official business of the  
 company shall be considered neither phone nor subject to it.

\*\*\*\*\*

1376 PICCARD DRIVE  
 SUITE 120  
 ROCKVILLE, MARYLAND 20850 USA  
 TEL: 301 948 2200 / FAX: 301 990 7025



FACSIMILE TRANSMITTAL SHEET

TO:  
Tim Sifford, Business Team Lead Games

FROM:  
J. Griffin Leshner, Secretary, Bethesda Softworks LLC  
& EVP-Legal, ZeniMax Media Inc.

COMPANY:  
Circuit City Stores, Inc.

DATE:  
11/10/2008

FAX NUMBER:  
804.527.4164

TOTAL NO. OF PAGES INCLUDING COVER:  
4

CC:

SENDER'S REFERENCE NUMBER:

⇒ Reginald D. Hedgebeth, Esq.  
SVP, General Counsel & Secretary  
Circuit City Stores, Inc.  
fax: 804.418.8248 & 804.527.4164 /  
Sarah K. Baker, Esq.  
Skadden, Arps, Slate, Meagher & Flom LLP  
(Chicago, IL)  
fax: 312.407.0411

RE:  
Reclamation Demand of Bethesda Softworks  
LLC

YOUR REFERENCE NUMBER:

☒ URGENT    ☐ FOR REVIEW    ☐ PLEASE COMMENT    ☐ PLEASE REPLY    ☐ PLEASE RECYCLE

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NOTES/COMMENTS:

1370 PICCARD DRIVE  
SUITE 120  
ROCKVILLE, MARYLAND 20850 USA  
TELE: 301 948 2200 / FAX: 301 990 7025



November 10, 2008

Via Fax  
804.524.4000

Tim Sifford  
Business Team Lead Games  
Circuit City Stores, Inc.  
Deep Run 1 - 2<sup>nd</sup> Floor  
9950 Mayland Drive  
Richmond, VA 23233

Re: Reclamation Demand of Bethesda Softworks LLC, Its Parent, Subsidiaries,  
Affiliates and/or Agents (collectively, "Bethesda Softworks" or "Seller")

Dear Mr. Sifford:

Circuit City Stores, Inc., its subsidiaries, affiliates and/or agents (collectively, the "Debtor") has received computer and console video games (the "Goods") described in and pursuant to the terms of a certain Master Dealer Agreement and Product Addendum thereto dated October 25, 2006 (the "Agreement") and/or the Purchase Orders listed on Exhibit A attached hereto (the "Purchase Orders") from Bethesda Softworks.

The Debtor received the Goods shipped by the Seller within the last 45 days prior to November 10, 2008 (the "Reclamation Period.") The value of the Goods is \$3,848,875.72, and no part of the purchase price for any of the Goods has been paid to the Seller.

Seller asserts that the Goods were sold to Debtor on credit in the ordinary course of business under the terms of the Agreement and/or the Purchase Orders and received by the Debtor while it was insolvent, which insolvency is evidenced, in whole or in part, by the Debtor's filing of a petition for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the "Bankruptcy Code") on November 10, 2008 (the "Petition Date").

Seller hereby makes reclamation demand upon the Debtor pursuant to Section 546(c) of the Bankruptcy Code, Section 2-702 of the Uniform Commercial Code and/or other applicable state law, for the immediate return of the Goods. Further, Seller demands that the Debtor segregate and refrain from using, commingling or otherwise converting the Goods in the course of the Debtor's business or otherwise. In addition, Seller requests adequate protection of its interests in the Goods and objects to any use of cash collateral which may be generated from the use, sale, or other disposition of the Goods.

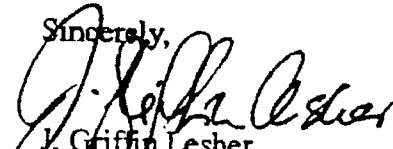
Please confirm whether the Debtor will honor this reclamation demand and advise when and where the Seller may arrange for the immediate return of the Goods.

Nothing in this letter shall be a waiver of, or otherwise prejudice, any rights, remedies and interests of Seller, whether under the Agreement and/or the Purchase Orders or otherwise, including but not limited to Seller's right to an allowed administrative claim under Section



503(b)(9) of the Bankruptcy Code for all Goods or other product received by the Debtor from Seller within twenty (20) days before the Petition Date. Seller reserves the right to amend and supplement this Reclamation Demand to include any Goods that remained, or may remain, in transit prior to transmission of this Demand, and that were, or are, received subsequent thereto.

If you have any questions, please contact me at 301.963.2000 (x.254) or [glesher@zenimax.com](mailto:glesher@zenimax.com).

Sincerely,  
  
J. Griffin Leshner  
Secretary

Attachment: Exhibit A

cc: Reginald D. Hedgebeth, Esq.  
SVP, General Counsel & Secretary  
Circuit City Stores, Inc. (Richmond, VA)  
fax: 804.524.4000  
Sarah K. Baker, Esq.  
Skadden, Arps, Slate, Meagher & Flom LLP (Chicago, IL)  
fax: 312.407.0411

**Exhibit A**  
to  
**Reclamation Demand of Bethesda Softworks LLC, Its Parent, Subsidiaries, Affiliates and/or Agents**

| Circuit City<br>Purchase<br>Order Number | Product                       | Platform | Ship Date | Inventory or<br>Store ID | No. of Units | Per Unit<br>Value | Total Value    |
|------------------------------------------|-------------------------------|----------|-----------|--------------------------|--------------|-------------------|----------------|
| 6772368                                  | AMF Pinbusters!               | Wii      | 29-Oct-08 | 12650                    | 168          | \$15.27           | \$2,565.36     |
| 6772368                                  | Oblivion Greatest Hits        | PS3      | 29-Oct-08 | 12060                    | 408          | \$23.64           | \$9,645.12     |
| 6772368                                  | Oblivion Game of the Year     | PS3      | 29-Oct-08 | 12610                    | 120          | \$48.27           | \$5,792.40     |
| 6772368                                  | Star Trek Encounters          | PS2      | 29-Oct-08 | 12050                    | 156          | \$6.40            | \$998.40       |
| 2170802                                  | Fallout 3 Collector's Edition | PC       | 23-Oct-08 | 93155128606              | 632          | \$55.16           | \$34,861.12    |
| 2170801                                  | Fallout 3 Collector's Edition | PC       | 23-Oct-08 | 93155128606              | 528          | \$55.16           | \$29,124.48    |
| 2170800                                  | Fallout 3 Collector's Edition | PC       | 23-Oct-08 | 93155128606              | 520          | \$55.16           | \$28,683.20    |
| 2170797                                  | Fallout 3 Collector's Edition | PC       | 23-Oct-08 | 93155128606              | 988          | \$55.16           | \$54,498.08    |
| 6623924                                  | Fallout 3                     | PS3      | 22-Oct-08 | 12670                    | 24,000       | \$48.27           | \$1,158,480.00 |
| 6623924                                  | Fallout 3 Collector's Edition | PS3      | 22-Oct-08 | 12840                    | 3,000        | \$63.04           | \$189,120.00   |
| 6623924                                  | Fallout 3                     | X360     | 22-Oct-08 | 12680                    | 35,040       | \$48.27           | \$1,691,380.80 |
| 6623924                                  | Fallout 3 Collector's Edition | X360     | 22-Oct-08 | 12850                    | 4,008        | \$63.04           | \$252,664.32   |
| 2170790                                  | Fallout 3                     | PC       | 21-Oct-08 | 93155126909              | 2,400        | \$39.40           | \$94,560.00    |
| 2170792                                  | Fallout 3                     | PC       | 21-Oct-08 | 93155126909              | 730          | \$39.40           | \$28,762.00    |
| 2170793                                  | Fallout 3                     | PC       | 21-Oct-08 | 93155126909              | 1,270        | \$39.40           | \$50,038.00    |
| 2170794                                  | Fallout 3                     | PC       | 21-Oct-08 | 93155126909              | 1,280        | \$39.40           | \$50,432.00    |
| 2170795                                  | Fallout 3                     | PC       | 21-Oct-08 | 93155126909              | 1,530        | \$39.40           | \$60,282.00    |
| 2170796                                  | Fallout 3                     | PC       | 21-Oct-08 | 93155126909              | 1,290        | \$39.40           | \$50,826.00    |
| 2170798                                  | Fallout 3 Collector's Edition | PC       | 21-Oct-08 | 93155128606              | 300          | \$55.16           | \$16,548.00    |
| 2170804                                  | Fallout 3 Collector's Edition | PC       | 21-Oct-08 | 93155128606              | 532          | \$55.16           | \$29,345.12    |
| 6748763                                  | AMF Pinbusters!               | Wii      | 9-Oct-08  | 12650                    | 276          | \$15.27           | \$4,214.52     |
| 6748763                                  | Oblivion Game of the Year     | PS3      | 9-Oct-08  | 12610                    | 120          | \$48.27           | \$5,792.40     |
| 6620842                                  | Star Trek Encounters          | PS2      | 6-Oct-08  | 12050                    | 41           | \$6.40            | \$262.40       |
|                                          | <b>TOTAL:</b>                 |          |           |                          |              |                   |                |
|                                          | Subtotal Fallout 3:           |          |           |                          | 79,337       |                   | \$3,848,875.72 |
|                                          | Subtotal Other Product:       |          |           |                          | 78,048       |                   | \$3,819,605.12 |
|                                          |                               |          |           |                          | 1,289        |                   | \$29,270.60    |

12  
21

'Time: Nov. 10. 2008 8:12PM

| Mode      | Destination          | Pg(s) | Result | Page<br>Not Sent |
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Reason for error or line fail

E. 2) Busy  
E. 4) No facsimile connection



| FACE/MILE TRANSMITTAL SHEET                                                                                                                                                                                                          |                                                                                                  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|
| TO<br>The Chief, Bureau Team Lead Garret                                                                                                                                                                                             | FROM<br>J. Griffin Larkin, Secretary, Bethesda Software LLC<br>& BVP-Legal, Zenithair Media Inc. |
| COMPANY<br>Cheney City Screen, Inc.                                                                                                                                                                                                  | DATE<br>11/10/2008                                                                               |
| FAX NUMBER<br>800.524.4000                                                                                                                                                                                                           | TOTAL NO. OF PAGES INCLUDING COVER<br>6                                                          |
| CD<br>1                                                                                                                                                                                                                              | ATTACHED REFERENCE NUMBER                                                                        |
| To: David D. Hightshelm, Rep.<br>VFP, General Counsel & Secretary<br>Cheney City Screen, Inc.<br>Attn: 804.504.4800 /<br>Kenneth E. Baker, Rep.<br>Shucklin, Ayers, Shaw, Moagher & Pless LLP<br>(Chicago, IL)<br>Attn: 312.497.0411 |                                                                                                  |
| NOT<br>Furnished Document of Bethesda Software<br>LLC                                                                                                                                                                                | YOUR INVESTMENT NUMBER                                                                           |

☐ URGENT   
 ☐ FOR REVIEW   
 ☐ PLEASE COMMENT   
 ☐ PLEASE REPLY   
 ☐ PLEASE RECYCLE

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**Abstract**

1370 PICCARD DRIVE  
SUITE 120  
ROCKVILLE, MARYLAND 20850 USA  
TEL: 301 948 2200 / FAX: 301 990 7025





FACSIMILE TRANSMITTAL SHEET

TO:  
Tim Sifford, Business Team Lead Games

FROM:  
J. Griffin Leshar, Secretary, Bethesda Softworks LLC  
& EVP-Legal, ZeniMax Media Inc.

COMPANY:  
Circuit City Stores, Inc.

DATE:  
11/10/2008

FAX NUMBER:  
804.524.4000

TOTAL NO. OF PAGES INCLUDING COVER:  
4

CC:

SENDER'S REFERENCE NUMBER:

Reginald D. Hedgebeth, Esq.  
SVP, General Counsel & Secretary  
Circuit City Stores, Inc.

fax 804.524.4000 /

Sarah K. Baker, Esq.

Skadden, Arps, Slate, Meagher & Flom LLP  
(Chicago, IL)

fax 312.407.0411

RE:  
Reclamation Demand of Bethesda Softworks  
LLC

YOUR REFERENCE NUMBER:

☒ URGENT ☐ FOR REVIEW ☐ PLEASE COMMENT ☐ PLEASE REPLY ☐ PLEASE RECYCLE

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NOTES/COMMENTS:

1370 PICCARD DRIVE  
SUITE 120  
ROCKVILLE, MARYLAND 20850 USA  
TELE: 301 948 2200 / FAX: 301 990 7025



November 10, 2008

Via Fax  
804.524.4000

Tim Sifford  
Business Team Lead Games  
Circuit City Stores, Inc.  
Deep Run 1 – 2<sup>nd</sup> Floor  
9950 Mayland Drive  
Richmond, VA 23233

Re: Reclamation Demand of Bethesda Softworks LLC, Its Parent, Subsidiaries,  
Affiliates and/or Agents (collectively, "Bethesda Softworks" or "Seller")

Dear Mr. Sifford:

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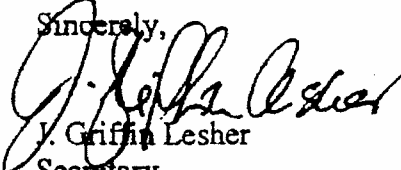
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503(b)(9) of the Bankruptcy Code for all Goods or other product received by the Debtor from Seller within twenty (20) days before the Petition Date. Seller reserves the right to amend and supplement this Reclamation Demand to include any Goods that remained, or may remain, in transit prior to transmission of this Demand, and that were, or are, received subsequent thereto.

If you have any questions, please contact me at 301.963.2000 (x.254) or [glesher@zenimax.com](mailto:glesher@zenimax.com).

Sincerely,  
  
J. Griffin Leshner  
Secretary

Attachment: Exhibit A

cc: Reginald D. Hedgebeth, Esq.  
SVP, General Counsel & Secretary  
Circuit City Stores, Inc. (Richmond, VA)  
fax: 804.524.4000  
Sarah K. Baker, Esq.  
Skadden, Arps, Slate, Meagher & Flom LLP (Chicago, IL)  
fax: 312.407.0411

**Exhibit A**  
to  
**Reclamation Demand of Bethesda Softworks LLC, Its Parent, Subsidiaries, Affiliates and/or Agents**

| Circuit City<br>Purchase<br>Order Number | Product                        | Platform | Ship Date | Inventory or<br>Store ID | No. of Units | Per Unit<br>Value | Total Value    |
|------------------------------------------|--------------------------------|----------|-----------|--------------------------|--------------|-------------------|----------------|
| 6772368                                  | AMF Pinbusters!                | Wii      | 29-Oct-08 | 12650                    | 168          | \$15.27           | \$2,565.36     |
| 6772368                                  | Oblivion Greatest Hits         | PS3      | 29-Oct-08 | 12060                    | 408          | \$23.64           | \$9,645.12     |
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| 2170801                                  | Fallout 3 Collector's Edition  | PC       | 23-Oct-08 | 93155128606              | 528          | \$55.16           | \$29,124.48    |
| 2170800                                  | Fallout 3 Collector's Edition  | PC       | 23-Oct-08 | 93155128606              | 520          | \$55.16           | \$28,683.20    |
| 2170797                                  | Fallout 3 Collector's Edition  | PC       | 23-Oct-08 | 93155128606              | 988          | \$55.16           | \$54,498.08    |
| 6623924                                  | Fallout 3                      | PS3      | 22-Oct-08 | 12670                    | 24,000       | \$48.27           | \$1,158,480.00 |
| 6623924                                  | Fallout 3 Collector's Edition  | PS3      | 22-Oct-08 | 12840                    | 3,000        | \$63.04           | \$189,120.00   |
| 6623924                                  | Fallout 3                      | X360     | 22-Oct-08 | 12680                    | 35,040       | \$48.27           | \$1,691,380.80 |
| 6623924                                  | Fallout 3 Collector's Edition  | X360     | 22-Oct-08 | 12850                    | 4,008        | \$63.04           | \$252,664.32   |
| 2170790                                  | Fallout 3                      | PC       | 21-Oct-08 | 93155126909              | 2,400        | \$39.40           | \$94,560.00    |
| 2170792                                  | Fallout 3                      | PC       | 21-Oct-08 | 93155126909              | 730          | \$39.40           | \$28,762.00    |
| 2170793                                  | Fallout 3                      | PC       | 21-Oct-08 | 93155126909              | 1,270        | \$39.40           | \$50,038.00    |
| 2170794                                  | Fallout 3                      | PC       | 21-Oct-08 | 93155126909              | 1,280        | \$39.40           | \$50,432.00    |
| 2170795                                  | Fallout 3                      | PC       | 21-Oct-08 | 93155126909              | 1,530        | \$39.40           | \$60,282.00    |
| 2170796                                  | Fallout 3                      | PC       | 21-Oct-08 | 93155126909              | 1,290        | \$39.40           | \$50,826.00    |
| 2170798                                  | Fallout 3 Collector's Edition  | PC       | 21-Oct-08 | 93155128606              | 300          | \$55.16           | \$16,548.00    |
| 2170804                                  | Fallout 3 Collector's Edition  | PC       | 21-Oct-08 | 93155128606              | 532          | \$55.16           | \$29,345.12    |
| 6748763                                  | AMF Pinbusters!                | Wii      | 9-Oct-08  | 12650                    | 276          | \$15.27           | \$4,214.52     |
| 6748763                                  | Oblivion Game of the Year      | PS3      | 9-Oct-08  | 12610                    | 120          | \$48.27           | \$5,792.40     |
| 6620842                                  | Star Trek Encounters           | PS2      | 6-Oct-08  | 12050                    | 41           | \$6.40            | \$262.40       |
|                                          | <b>TOTAL:</b>                  |          |           |                          | 79,337       |                   | \$3,848,875.72 |
|                                          | <b>Subtotal Fallout 3:</b>     |          |           |                          | 78,048       |                   | \$3,819,605.12 |
|                                          | <b>Subtotal Other Product:</b> |          |           |                          | 1,289        |                   | \$29,270.60    |

**Carrigan, Daniel**

---

**From:** Grif Leshner [glesher@zenimax.com]  
**Sent:** Monday, November 10, 2008 8:49 PM  
**To:** Tim\_Sifford@circuitcity.com  
**Cc:** Ronald Seger  
**Subject:** Bethesda Softworks - Reclamation Demand  
**Attachments:** Bethesda\_Softworks\_Demand\_Letter\_10-nov-08.pdf

Dear Mr. Sifford:

Please find attached the Reclamation Demand of Bethesda Softworks LLC, its parent, subsidiaries, affiliates and/or agents in connection with today's bankruptcy filing by Circuit City and court hearing.

Regards,  
J. Griffin Leshner  
Secretary  
Bethesda Softworks LLC  
and  
EVP-Legal  
ZeniMax Media Inc.

11/25/2008



November 10, 2008

Via Fax  
804.524.4000

Tim Sifford  
Business Team Lead Games  
Circuit City Stores, Inc.  
Deep Run 1 - 2<sup>nd</sup> Floor  
9950 Mayland Drive  
Richmond, VA 23233

Re: Reclamation Demand of Bethesda Softworks LLC, Its Parent, Subsidiaries,  
Affiliates and/or Agents (collectively, "Bethesda Softworks" or "Seller")

Dear Mr. Sifford:

Circuit City Stores, Inc., its subsidiaries, affiliates and/or agents (collectively, the "Debtor") has received computer and console video games (the "Goods") described in and pursuant to the terms of a certain Master Dealer Agreement and Product Addendum thereto dated October 25, 2006 (the "Agreement") and/or the Purchase Orders listed on Exhibit A attached hereto (the "Purchase Orders") from Bethesda Softworks.

The Debtor received the Goods shipped by the Seller within the last 45 days prior to November 10, 2008 (the "Reclamation Period.") The value of the Goods is \$3,848,875.72, and no part of the purchase price for any of the Goods has been paid to the Seller.

Seller asserts that the Goods were sold to Debtor on credit in the ordinary course of business under the terms of the Agreement and/or the Purchase Orders and received by the Debtor while it was insolvent, which insolvency is evidenced, in whole or in part, by the Debtor's filing of a petition for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the "Bankruptcy Code") on November 10, 2008 (the "Petition Date").

Seller hereby makes reclamation demand upon the Debtor pursuant to Section 546(c) of the Bankruptcy Code, Section 2-702 of the Uniform Commercial Code and/or other applicable state law, for the immediate return of the Goods. Further, Seller demands that the Debtor segregate and refrain from using, commingling or otherwise converting the Goods in the course of the Debtor's business or otherwise. In addition, Seller requests adequate protection of its interests in the Goods and objects to any use of cash collateral which may be generated from the use, sale, or other disposition of the Goods.


Please confirm whether the Debtor will honor this reclamation demand and advise when and where the Seller may arrange for the immediate return of the Goods.

Nothing in this letter shall be a waiver of, or otherwise prejudice, any rights, remedies and interests of Seller, whether under the Agreement and/or the Purchase Orders or otherwise, including but not limited to Seller's right to an allowed administrative claim under Section



503(b)(9) of the Bankruptcy Code for all Goods or other product received by the Debtor from Seller within twenty (20) days before the Petition Date. Seller reserves the right to amend and supplement this Reclamation Demand to include any Goods that remained, or may remain, in transit prior to transmission of this Demand, and that were, or are, received subsequent thereto.

If you have any questions, please contact me at 301.963.2000 (x.254) or [glesher@zenimax.com](mailto:glesher@zenimax.com).

Sincerely,  
  
J. Griffin Leshner  
Secretary

Attachment: Exhibit A

cc: Reginald D. Hedgebeth, Esq.  
SVP, General Counsel & Secretary  
Circuit City Stores, Inc. (Richmond, VA)  
fax: 804.524.4000  
Sarah K. Baker, Esq.  
Skadden, Arps, Slate, Meagher & Flom LLP (Chicago, IL)  
fax: 312.407.0411

**Exhibit A**  
to  
**Reclamation Demand of Bethesda Softworks LLC, Its Parent, Subsidiaries, Affiliates and/or Agents**

| Circuit City<br>Purchase<br>Order Number | Product                        | Platform | Ship Date | Inventory or<br>Store ID | No. of Units | Per Unit<br>Value | Total Value    |
|------------------------------------------|--------------------------------|----------|-----------|--------------------------|--------------|-------------------|----------------|
| 6772368                                  | AMF Pinbusters!                | Wii      | 29-Oct-08 | 12650                    | 168          | \$15.27           | \$2,565.36     |
| 6772368                                  | Oblivion Greatest Hits         | PS3      | 29-Oct-08 | 12060                    | 408          | \$23.64           | \$9,645.12     |
| 6772368                                  | Oblivion Game of the Year      | PS3      | 29-Oct-08 | 12610                    | 120          | \$48.27           | \$5,792.40     |
| 6772368                                  | Star Trek Encounters           | PS2      | 29-Oct-08 | 12050                    | 156          | \$6.40            | \$998.40       |
| 2170802                                  | Fallout 3 Collector's Edition  | PC       | 23-Oct-08 | 93155128606              | 632          | \$55.16           | \$34,861.12    |
| 2170801                                  | Fallout 3 Collector's Edition  | PC       | 23-Oct-08 | 93155128606              | 528          | \$55.16           | \$29,124.48    |
| 2170800                                  | Fallout 3 Collector's Edition  | PC       | 23-Oct-08 | 93155128606              | 520          | \$55.16           | \$28,683.20    |
| 2170797                                  | Fallout 3 Collector's Edition  | PC       | 23-Oct-08 | 93155128606              | 988          | \$55.16           | \$54,498.08    |
| 6623924                                  | Fallout 3                      | PS3      | 22-Oct-08 | 12670                    | 24,000       | \$48.27           | \$1,158,480.00 |
| 6623924                                  | Fallout 3 Collector's Edition  | PS3      | 22-Oct-08 | 12840                    | 3,000        | \$63.04           | \$189,120.00   |
| 6623924                                  | Fallout 3                      | X360     | 22-Oct-08 | 12680                    | 35,040       | \$48.27           | \$1,691,380.80 |
| 6623924                                  | Fallout 3 Collector's Edition  | X360     | 22-Oct-08 | 12850                    | 4,008        | \$63.04           | \$252,664.32   |
| 2170790                                  | Fallout 3                      | PC       | 21-Oct-08 | 93155126909              | 2,400        | \$39.40           | \$94,560.00    |
| 2170792                                  | Fallout 3                      | PC       | 21-Oct-08 | 93155126909              | 730          | \$39.40           | \$28,762.00    |
| 2170793                                  | Fallout 3                      | PC       | 21-Oct-08 | 93155126909              | 1,270        | \$39.40           | \$50,038.00    |
| 2170794                                  | Fallout 3                      | PC       | 21-Oct-08 | 93155126909              | 1,280        | \$39.40           | \$50,432.00    |
| 2170795                                  | Fallout 3                      | PC       | 21-Oct-08 | 93155126909              | 1,530        | \$39.40           | \$60,282.00    |
| 2170796                                  | Fallout 3                      | PC       | 21-Oct-08 | 93155126909              | 1,290        | \$39.40           | \$50,826.00    |
| 2170798                                  | Fallout 3 Collector's Edition  | PC       | 21-Oct-08 | 93155128606              | 300          | \$55.16           | \$16,548.00    |
| 2170804                                  | Fallout 3 Collector's Edition  | PC       | 21-Oct-08 | 93155128606              | 532          | \$55.16           | \$29,345.12    |
| 6748763                                  | AMF Pinbusters!                | Wii      | 9-Oct-08  | 12650                    | 276          | \$15.27           | \$4,214.52     |
| 6748763                                  | Oblivion Game of the Year      | PS3      | 9-Oct-08  | 12610                    | 120          | \$48.27           | \$5,792.40     |
| 6620842                                  | Star Trek Encounters           | PS2      | 6-Oct-08  | 12050                    | 41           | \$6.40            | \$262.40       |
|                                          | <b>TOTAL:</b>                  |          |           |                          | 79,337       |                   | \$3,848,875.72 |
|                                          | <b>Subtotal Fallout 3:</b>     |          |           |                          | 78,048       |                   | \$3,819,605.12 |
|                                          | <b>Subtotal Other Product:</b> |          |           |                          | 1,289        |                   | \$29,270.60    |